

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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ALPHAMEDICA, INC., :

Plaintiff, : Case No. 07 Civ. 2552 (WP4) (MDF)

- against - :

NOTICE OF CROSS-MOTION

MICHAEL K. FAUST, :

Defendant. :

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PLEASE TAKE NOTICE that upon the annexed declaration of Michael K. Faust, dated April 2, 2007, and the exhibits thereto, the annexed declaration of Stuart M. Riback, dated April 2, 2007, and the exhibits thereto, the accompanying Memorandum of Law, and all prior proceedings had herein, defendant Michael K. Faust will cross-move the Court at a date and time to be agreed upon by the parties or fixed by the Court, for an order:

(a) abstaining from hearing, or staying, this case, to defer to the Delaware Court of Chancery in determining issues of corporate law including possible dissolution of the plaintiff corporation due to potential deadlock;

(b) alternatively, if the Court does not abstain or stay, and does not deny the Plaintiff's motion for a preliminary injunction on the papers, granting expedited discovery to develop the record for a preliminary injunction hearing, pursuant to Fed. R. Civ. P. 26, 30, 34 and 65;

(c) further alternatively, if the Court does not abstain or stay, granting Faust's motion pursuant to Fed. R. Civ. P. 12(b)(6) to dismiss the damages claims in the Complaint; and

(d) granting Faust such other and further relief as may seem appropriate to the Court.

PLEASE TAKE FURTHER NOTICE that responsive papers, if any, shall be served in accordance with the Local Rules of the United States District Court for the Southern District of New York or such other schedule or manner as the parties may agree or the Court may fix.

Dated: New York, New York
April 2, 2007

SILLER WILK LLP

By: 

Stuart M. Riback (SMR 2443)

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Attorneys for Defendant Michael K. Faust